



BellSouth Telecommunications, Inc.
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October 31, 2001

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EXECUTIVE SECRETARY

VIA HAND DELIVERY

Hon. Richard Collier, Hearing Officer
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Complaint of Access Integrated Network, Inc. Against BellSouth Telecommunications, Inc.*
Docket No. 01-00808

Re: *Complaint of XO Tennessee, Inc. Against BellSouth Telecommunications, Inc.*
Docket No. 01-00868

Dear Richard:

This is in response to the letter submitted to you on behalf of Access Integrated Network, Inc. ("AIN") and XO Tennessee, Inc. ("XO") regarding the proposed protective orders filed by BellSouth. AIN and XO request that the protective orders proposed by BellSouth be amended so that any proprietary information produced in these dockets could be made available to other state and federal agencies. BellSouth strongly disagrees and respectfully requests that you enter the standard protective orders proposed by BellSouth.

The only argument made by AIN and XO to support their unusual request to use a different protective order is the observation that a similar order was used in the OSS docket. What AIN and XO fail to point out, however, is that the parties in that docket agreed to use regional discovery in an effort to avoid duplicative depositions and discovery. In the OSS docket, BellSouth agreed that certain discovery from responses submitted in other states be submitted in Tennessee in

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order to avoid or minimize duplicative discovery. Also, of course, one of the primary issues in the OSS docket is the regionality of BellSouth's OSS systems.

These factors are simply not present in connection with these two complaint cases. AIN and XO have articulated no compelling reason to deviate from the proposed protective orders submitted by BellSouth. These proposed orders are based on orders that have been approved by the Authority's Hearing Officers and the Authority itself on numerous occasions.

BellSouth is taking these complaints very seriously, is cooperating fully in terms of responding to the data requests issued by the Staff and will produce highly sensitive, proprietary marketing information to the Staff. In order to resolve these complaints, it is unnecessary and inappropriate for AIN and XO to insist upon a protective agreement that allows them to submit proprietary information to other agencies.

For the foregoing reasons, BellSouth respectfully requests that the proposed protective orders be entered. Upon entry of those orders, BellSouth will produce the proprietary documents responsive to the Staff's request.

Very truly yours,



Guy M. Hicks

GMH:ch
Enclosure

CERTIFICATE OF SERVICE

I hereby certify that on October 31, 2001, a copy of the foregoing document was served on the parties of record, via the method indicated:

- ☐ Hand
- ☐ Mail
- ☒ Facsimile
- ☐ Overnight

Henry Walker, Esquire
Boult, Cummings, et al.
P. O. Box 198062
Nashville, TN 37219-8062

A handwritten signature in black ink, appearing to be "Henry Walker", written over a horizontal line.